

Zotefoams plc

Result of the 2017 Annual General Meeting

The 2017 Annual General Meeting of Zotefoams plc was held at the offices of Zotefoams plc, 675 Mitcham Road, Croydon CR9 3AL on 17 May 2017.

Proxy votes were received from shareholders in respect of 29,454,972 ordinary shares amounting to 66.3% of the issued share capital. The total number of ordinary shares in issue is 44,414,442.

All resolutions put to the meeting were passed on a show of hands. The proxy votes cast in respect of the resolutions received prior to the meeting were as follows:

| Resolution | | For | Against | Discretion | Votes Withheld |
|------------|---|------------|-----------|------------|----------------|
| 1. | To receive the Annual Report of the Company for the year ended 31 December 2016. | 29,444,241 | 0 | 10,731 | 0 |
| 2. | To approve the Directors' Remuneration Policy. | 27,048,390 | 2,388,780 | 11,731 | 5,000 |
| 3. | To approve the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration. | 26,847,905 | 2,585,885 | 14,731 | 6,451 |
| 4. | To declare a final dividend of 3.9 pence per ordinary share. | 29,436,848 | 7,393 | 10,731 | 0 |
| 5. | To re-elect A C Bromfield as a Director. | 29,427,877 | 5,971 | 13,731 | 0 |
| 6. | To re-elect M-L Clayton as a Director. | 29,365,970 | 75,271 | 13,731 | 0 |
| 7. | To re-elect R J Clowes as a Director. | 29,431,626 | 9,615 | 13,731 | 0 |
| 8. | To re-elect S P Good as a Director. | 29,435,270 | 5,591 | 13,731 | 380 |
| 9. | To re-elect G C McGrath as a Director. | 29,439,416 | 1,445 | 13,731 | 380 |
| 10. | To re-elect D B Stirling as a Director. | 29,430,670 | 10,571 | 13,731 | 0 |
| 11. | To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company. | 29,312,797 | 0 | 13,731 | 128,444 |
| 12. | To authorise the Audit Committee to determine the Auditors' remuneration. | 29,441,241 | 0 | 13,731 | 0 |
| 13. | To authorise the Directors to allot shares. | 29,318,575 | 122,666 | 13,731 | 0 |
| 14. | To authorise the Directors to allot equity securities for cash. | 29,240,882 | 122,445 | 90,424 | 1,221 |
| 15. | To authorise the Directors, in addition to resolution 14, to allot further equity securities for | 29,302,792 | 129,235 | 21,124 | 1,821 |

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| | financing (and refinancing) purposes only. | | | | |
| 16. | To authorise market purchases of shares. | 29,423,807 | 20,434 | 10,731 | 0 |
| 17. | To approve the Zotefoams plc Long-Term Incentive Plan 2017. | 29,289,477 | 137,550 | 21,124 | 6,821 |
| 18. | To approve the Zotefoams plc Deferred Bonus Share Plan 2017. | 29,304,660 | 0 | 133,731 | 16,581 |
| 19. | That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice. | 29,309,576 | 131,665 | 13,731 | 0 |

Resolutions 1 to 13 inclusive and resolutions 17 and 18 were passed as ordinary resolutions and resolutions 14, 15, 16 and 19 were passed as special resolutions.

Further details of the resolutions (including the text of the resolutions) are given in the Notice of the 2017 Annual General Meeting which is at the rear of the 2016 Annual Report and a copy of which is available on the Company's website and also through the National Storage Mechanism which can be found at <http://www.morningstar.co.uk/uk/NSM>

James Kindell
Company Secretary
17 May 2017